

## Minutes of Directors' Meeting - 23 March 2015

By Teleconference in accordance with Article 80

The meeting commenced at 12:35

**NOTE: The Board meeting used a 'consent agenda' approach:  
Starred items were for discussion. Non-starred items were approved/noted without discussion**

**Items starred for discussion were 1.1, 1.2; 2; 3.1, 3.2, 3.3, 3.4; 5.1, 5.2**

### 1. ATTENDANCE

#### 1.1 \*\* Roll-Call and Apologies

**Present:** Gunela Astbrink, Paul Brooks (Vice-President), Narelle Clark, Roger Clarke (Secretary), George Fong (President), Rob Gregory, Jon Lawrence (in part), Craig Ng (Treasurer), Craig O'Toole, Holly Raiche

**In Attendance:** Laurie Patton (CEO)

**Apologies:** Chris Disspain, Cheryl Langdon-Orr,

#### 1.2 \*\* Agenda

No additional items were starred.

The Board adopted or noted all non-starred items, as appropriate.

#### 1.3 \*\* Call for Declarations of Interest

Nil

#### 1.4 Call for Declarations of Absence

Roger Clarke - 2 May to 21 June

### 2. \*\* MINUTES OF PREVIOUS MEETING

**The Board adopted** the Minutes of the Meeting of 8 December 2014 (Craig N, Narelle).

### 3. REPORTS

#### 3.1 \*\* CEO - Laurie Patton

**The Board noted** the CEO's verbal report on profile-building, media coverage, data retention policy work - including its impact on the PJCIS report, and revenue-building, including requests for contacts with relevant corporate members and non-members. Other matters included the new web-site, branding, the proposed Parliamentary Friends of the Internet, and further contact with government and ISPs re data retention possibly including an ISP SIG.

**The Board noted** that the Society's position is not specifically anti-data-retention, because its role is primarily technical, and opposition is a proper role for such organisations as APF and EFA.

**The Board resolved** that membership and sponsorship are to be more clearly distinguished in future.

**The Board requested** the CEO to ensure connections are retained with Kate Lundy following her retirement from the Senate today.

**The Board noted**, in relation to outcomes from the Strategy Day on 20 November 2014, that there's been considerable progress in relation to the review of membership structures, strap-line, targets for membership approaches, membership promotion letter, replacement constitution; but that the Outstanding Item should be kept open for now.

#### **Action Items Outstanding:**

\*\* Commitments by Board members arising from the Strategy Day on 20 November 2014

#### 3.2 \*\* Executive Committee - George Fong

ToR: <http://www.isoc-au.org.au/Policy/ToR-ExecCtee-120214.doc>

**The Board noted** the President's verbal report on a wide range of matters in progress.

**The Board noted** Jon's proposal regarding organisational re-branding, and subsequent discussions and actions

**The Board requested** the CEO to adapt Jon's proposal regarding organisational re-branding, and send a marked-up version to Board within 10 days showing changes and discussion-points, with a view to determination by early-to-mid April.

**The Board requested** the Exec Ctee to consider whether names of new members can be notified periodically to Board members.

**Action Items Outstanding:**

- The CEO's Service Contract to be brought forward to the Board for final approval
- The CEO's KPIs to be brought forward to the Board for final approval
- Switchover of the web-site
- Feedback to be provided by all Directors regarding organisational re-branding

**Secretary** - Roger Clarke

**The Board noted** an amendment to the formula for setting meeting-dates, in that clashes with public holidays are to be checked well in advance and an alternative date declared.

**The Board noted** Jon's proposal that, as the Privacy Policy dates from March 2001, "it is probably time for that to be given a review/update".

**The Board requested** that the Exec Ctee review the application form to ensure compliance with the amended Privacy Act.

**Action Items Outstanding:**

- Secretary's Handbook (Preliminary draft previously distributed)
- Directors' Handbook (Terms of Reference agreed)
- Policy document relating to SIGs (Draft distributed, but held over)
- Review of the Privacy Policy (Item added 23 March 2015)
- Review of the privacy aspects of the application form (Item added 23 March 2015)

**Treasurer** - Craig Ng

**The Board noted** the Treasurer's verbal report, including the need to boost revenue streams very shortly in order to cope with the strategically increased cost-base.

**Action Items Outstanding:**

- Completion of handover/Takeover
- Membership and sponsorship renewals
- Consideration as to whether an auditor should be used distinct from the accountancy firm that prepares the final accounts
- List of missing members to be followed up
- Consideration of the scope and benefits of cycle-billing rather than all invoicing being done on 1 July

**3.3 \*\* Events Committee** - Craig O'Toole

ToR: <http://www.isoc-au.org.au/Policy/ToR-EventsCtee-120214.doc>

**The Board noted** the Chair's verbal report, including re a possible ISP SIG event or series, relating to the data retention matter.

**The Board further considered** plans re (Pac)INET, probably now adjacent to auIGF in Melbourne on 6-7 October, with a further meeting with Naveed scheduled shortly

**Action Items Outstanding:**

- Program for podcasts - Craig, Paul, Laurie
- PacINET in Brisbane 6-8 September 2015 or adjacent to auIGF in Melbourne on 6-7 October - Laurie, Gunela, Cheryl

**3.4 \*\* Policy Committee** - Holly Raiche

ToR: <http://www.isoc-au.org.au/Policy/ToR-PolicyCtee-120214.doc>

**The Board noted** the Chair's written reports.

**The Board noted** that the process for providing responses to the media on policy matters is being re-considered.

**The Board noted** that the process for providing responses to invitations to make submissions on policy matters is being re-considered.

**Action Item Outstanding:**

- the Policy Committee is to work with the CEO to:
  - re-consider the process for providing responses to the media on policy matters
  - re-consider the process for providing responses to invitations to make submissions on policy matters
  - map the expertise areas of all Board members against the (enhanced) [Policy Topics categories](#)

**3.5 FUMP Committee (Fund-raising, Marketing and Promotion)** - VACANT (Exec Ctee and CEO)

ToR: <http://www.isoc-au.org.au/Policy/ToR-FUMPCtee-120214.doc>

Nil Report.

**3.6 Governance Task Force** - Roger Clarke

ToR: <http://www.isoc-au.org.au/Policy/ToR-GovTF-120214.doc>

Nil Report.

### **3.7 IPv6 SIG** - Mike Biber, Craig O'Toole

Nil Report.

**The Board noted** that this was to be held open, because it may become a significant issue again shortly.

### **3.8 S&E (Skills & Expertise) SIG** - Kevin Karp

**The Board noted** the Convenor's written report.

### **3.9 Accessibility & Usability SIG** - Gunela Astbrink

**The Board noted** the Convenor's written report.

### **3.10 Security SIG** - Stefan Pernar

**The Board noted** the Convenor's written report.

## **4. DIRECTORS' REPRESENTATIONS**

George:

27/2/15 - Opening Speech for Virtual Reality Info Day, Melbourne

3/3/15 - CSO Perspectives Roadshow - Discussions on Data Retention, Melbourne

5/3/15 - AuDA 2015 Names Policy Panel

Roger:

23/2/15 - Round Table for Australian Press Council

4/3/15 - HoR Committee re TA s.313, Canberra (but mainly on behalf of the Australian Privacy Foundation)

Jon:

4/3/15 - HoR Committee re TA s.313, Canberra (but mainly on behalf of Electronic Frontiers Australia)

Holly:

29/1/15 PJCIS re Data Retention Bill

6/3/15 - HoR Committee re TA s.313, Sydney (on behalf of ISOC-AU)

7-13/2/15 ICANN meeting in Singapore

Craig::

3/3/15 - ISOC Asia Pacific chapters meeting in Japan

## **5. DISCUSSIONS WITH NOTICE**

### **5.1 Fee Structure**

**The Board noted** that the President and/or CEO will circulate a revised proposal regarding changes to the corporate membership rates and the extent to which they are disclosed on the web-site, with a view to early resolution.

### **5.2 \*\* Copyright Notice**

**The Board approved-in-principle** the proposal, which is in effect for CC-BY as the default, but with possibilities of CC-BY-NC and CC-BY-NC-ND (Holly, Roger).

#### **Outstanding Action Items:**

- Implement CC-BY generally on the Society's own web-site content

### **5.3 Non-Functioning Committees and SIGs**

Carried over from previous meetings.

#### **Outstanding Action Items:**

- Review and approval of the Draft Policy on SIGs
- Rob to propose through IAMEMS an Internet Governance SIG, intended for launch at auIGF

## **6. OTHER BUSINESS**

Nil

## **7. NEXT MEETINGS**

**The Board has previously determined that** each Board member is to **NOTE IN THEIR DIARY** that **12:30-13:45 on the 2nd MONDAY OF EVERY MONTH** except January is a potential meeting date, but on the understanding that (a) a minimum of 4 meetings and a maximum of 6 will be called and (b) clashes with public holidays are to be checked well in advance and an alternative date declared:

Mon 13 Apr

Mon 11 May - the Secretary is an apology

Tue 9 Jun (Mon 8 Jun is a Public Holiday nationwide except WA) - the Secretary is an apology

Mon 13 Jul

Mon 10 Aug

Mon 14 Sep [AGM prep]

Mon 12 Oct

Mon 9 Nov [AGM]  
Mon 14 Dec 2015

The meeting concluded at 14:10

[To be] Signed as a correct and complete record of the above meeting. George Fong, President, ISOC-AU